

## AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

### Listing Of Claims

1-7. (cancelled)

8. (previously presented) A compound according to claim 38, wherein Z is selected from the group consisting of -CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-, -C(O)-, -CH<sub>2</sub>C(O)-, -C(O)CH<sub>2</sub>-, -CH<sub>2</sub>C(O)CH<sub>2</sub>-, -C(O)CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>C(O)-, -O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>O-, -CH<sub>2</sub>OCH<sub>2</sub>-, -OCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>O-, -N(CH<sub>3</sub>)-, -NHCH<sub>2</sub>-, -CH<sub>2</sub>NH-, -CH<sub>2</sub>NHCH<sub>2</sub>-, -NHCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>NH-, -NH-C(O)-, -NCH<sub>3</sub>-C(O)-, -C(O)NH-, -C(O)NCH<sub>3</sub>-, -NHC(O)CH<sub>2</sub>-, -C(O)NHCH<sub>2</sub>-, -C(O)CH<sub>2</sub>NH-, -CH<sub>2</sub>NHC(O)-, -CH<sub>2</sub>C(O)NH-, -NHCH<sub>2</sub>C(O)-, -S-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-, -SCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>SCH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>S-, -C(O)S-, -C(O)SCH<sub>2</sub>-, -CH<sub>2</sub>C(O)S-, -C(O)CH<sub>2</sub>S-, and -CH<sub>2</sub>SC(O)-, each substituted or unsubstituted.

9. (previously presented) A compound according to claim 38, wherein Z is selected from the group consisting of -CH<sub>2</sub>-, -CHR<sub>9</sub>-, -C(R<sub>9</sub>)(R<sub>9</sub>)-, -C(O)-, -C(S)-, -C(NH)-, -C(NR<sub>9</sub>)-, -O-, -N(H)-, -N(R<sub>9</sub>)-, and -S-.

10. (previously presented) A compound according to claim 38, wherein R<sub>m</sub> is a substituted (C<sub>3-7</sub>)cycloalkyl.

11. (previously presented) A compound according to claim 38, wherein R<sub>m</sub> is a substituted aryl.

12. (previously presented) A compound according to claim 38, wherein R<sub>m</sub> is a substituted phenyl.

13. (previously presented) A compound according to claim 38, wherein R<sub>m</sub> is selected from the group consisting of (2-cyano)phenyl, (3-cyano)phenyl, (2-hydroxy)phenyl, (3-hydroxy)phenyl, (2-alkenyl)phenyl, (3-alkenyl)phenyl, (2-alkynyl)phenyl, (3-alkynyl)phenyl, (2-nitro)phenyl, (3-nitro)phenyl, (2-carboxy)phenyl, (3-carboxy)phenyl, (2-carboxamido)phenyl, (3-carboxamido)phenyl, (2-sulfonamido)phenyl, (3-sulfonamido)phenyl, (2-tetrazolyl)phenyl, (3-tetrazolyl)phenyl, (2-aminomethyl)phenyl, (3-aminomethyl)phenyl, (2-amino)phenyl, (3-amino)phenyl, (2-hydroxymethyl)phenyl, (3-hydroxymethyl)phenyl, (2-phenyl)phenyl, (3-phenyl)phenyl, (2-CONH<sub>2</sub>)phenyl, (3-CONH<sub>2</sub>)phenyl, (2-CONH(C<sub>1-7</sub>)alkyl)phenyl, (3-CONH(C<sub>1-7</sub>)alkyl)phenyl, (2-CO<sub>2</sub>(C<sub>1-7</sub>)alkyl)phenyl, and (3-CO<sub>2</sub>(C<sub>1-7</sub>)alkyl)phenyl, each substituted or unsubstituted.

14. (previously presented) A compound according to claim 38, wherein R<sub>1</sub> is -OR<sub>11</sub>, where R<sub>11</sub> is selected from the group consisting of substituted or unsubstituted alkyl, cycloalkyl, aryl, heteroaryl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl.

15. (previously presented) A compound according to claim 38, wherein Z is a carbonyl.

16. (previously presented) A compound according to claim 38, wherein R<sub>1</sub> is selected from the group consisting of -(CH<sub>2</sub>)-(2-cyano)phenyl, -(CH<sub>2</sub>)-(3-cyano)phenyl, -(CH<sub>2</sub>)-(2-hydroxy)phenyl, -(CH<sub>2</sub>)-(3-hydroxy)phenyl, -(CH<sub>2</sub>)-(2-alkenyl)phenyl, -(CH<sub>2</sub>)-(3-alkenyl)phenyl, -(CH<sub>2</sub>)-(2-alkynyl)phenyl, -(CH<sub>2</sub>)-(3-alkynyl)phenyl, -(CH<sub>2</sub>)-(2-nitro)phenyl, -(CH<sub>2</sub>)-(3-nitro)phenyl, -(CH<sub>2</sub>)-(2-carboxy)phenyl, -(CH<sub>2</sub>)-(3-carboxy)phenyl, -(CH<sub>2</sub>)-(2-carboxamido)phenyl, -(CH<sub>2</sub>)-(3-carboxamido)phenyl, -(CH<sub>2</sub>)-(2-sulfonamido)phenyl, -(CH<sub>2</sub>)-(3-sulfonamido)phenyl, -(CH<sub>2</sub>)-(2-tetrazolyl)phenyl, -(CH<sub>2</sub>)-(3-tetrazolyl)phenyl, -(CH<sub>2</sub>)-(2-aminomethyl)phenyl, -(CH<sub>2</sub>)-(3-aminomethyl)phenyl, -(CH<sub>2</sub>)-(2-amino)phenyl, -(CH<sub>2</sub>)-(3-amino)phenyl, -(CH<sub>2</sub>)-(2-hydroxymethyl)phenyl, -(CH<sub>2</sub>)-(3-hydroxymethyl)phenyl, -(CH<sub>2</sub>)-(2-phenyl)phenyl, -(CH<sub>2</sub>)-(3-phenyl)phenyl, -(CH<sub>2</sub>)-(2-CONH<sub>2</sub>)phenyl, -(CH<sub>2</sub>)-(3-CONH<sub>2</sub>)phenyl, -(CH<sub>2</sub>)-(2-CONH(C<sub>1-7</sub>)alkyl)phenyl, -(CH<sub>2</sub>)-(3-CONH(C<sub>1-7</sub>)alkyl)phenyl, -(CH<sub>2</sub>)-(2-CO<sub>2</sub>(C<sub>1-7</sub>)alkyl)phenyl, and -(CH<sub>2</sub>)-(3-CO<sub>2</sub>(C<sub>1-7</sub>)alkyl)phenyl, -CH<sub>2</sub>-(C<sub>3-7</sub>)cycloalkyl, and -CH<sub>2</sub>-aryl, each substituted or unsubstituted.

17. (previously presented) A compound according to claim 38, wherein R<sub>1</sub> is selected from the group consisting of -(C<sub>1</sub>)alkyl-aryl, -(C<sub>1</sub>)alkyl-bicycloaryl, -aminoaryl, -aminoheteroaryl, -aminobicycloaryl, -aminoheterobicycloaryl, -O-aryl, -O-heteroaryl, -O-bicycloaryl, -O-heterobicycloaryl, -(S)-aryl, -(S)-heteroaryl, -(S)-bicycloaryl, -S-heterobicycloaryl, -C(O)-aryl, -C(O)-heteroaryl, -C(O)-bicycloaryl, -C(O)-heterobicycloaryl, -C(S)-aryl, -C(S)-heteroaryl, -C(S)-bicycloaryl, -C(S)-heterobicycloaryl, -S(O)-aryl, -S(O)-heteroaryl, -S(O)-bicycloaryl, -SO<sub>2</sub>-heterobicycloaryl, -SO<sub>2</sub>-aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-bicycloaryl, -SO<sub>2</sub>-heterobicycloaryl, -C(NR<sub>9</sub>)-aryl, -C(NR<sub>9</sub>)-heteroaryl, -C(NR<sub>9</sub>)-bicycloaryl, -C(NR<sub>9</sub>)-heterobicycloaryl, each substituted or unsubstituted.

18. (cancelled)

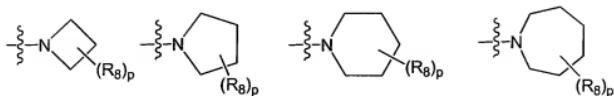
19. (previously presented) A compound according to claim 38, wherein R<sub>2</sub> is a substituted or unsubstituted 4, 5, 6, or 7 membered heterocycloalkyl.

20. (cancelled)

21. (cancelled)

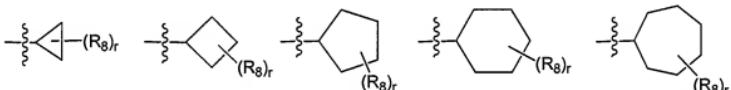
22. (previously presented) A compound according to claim 38, wherein R<sub>2</sub> is a substituted or unsubstituted heteroaryl.

23. (currently amended) A compound according to claim 38, wherein R<sub>2</sub> is selected from the group consisting of



wherein p is 0-12 and each R<sub>8</sub> is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, **carbonyl group**, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each substituted or unsubstituted.

24. (currently amended) A compound according to claim 38, wherein R<sub>2</sub> is selected from the group consisting of



wherein r is 0-13 and each R<sub>8</sub> is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, **carbonyl group**, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each substituted or unsubstituted.

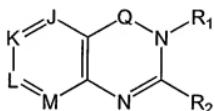
25. (previously presented) A compound according to claim 38, wherein R<sub>2</sub> is a substituted or unsubstituted heteroaryl selected from the group consisting of pyrrole, pyrazole, triazole, isoxazole, oxazole, thiazole, isothiazole, oxadiazole, pyridine, pyridazine, pyrimidine, pyrazine, triazine, imidazole, benzimidazole, indole, isoindole, quinoline, isoquinoline, cinnoline, quinazoline, naphthyridine, pyridopyridine, quinoxaline, phthalazine, and benzothiazole, each substituted or unsubstituted.

26. (cancelled)

27. (previously presented) A compound according to claim 38, wherein R<sub>2</sub> is a substituted or unsubstituted (C<sub>3-7</sub>)cycloalkyl ring, optionally comprising O, N(O), N, S, SO, SO<sub>2</sub> or a carbonyl group in the ring.

28-37. (cancelled)

38. (currently amended) A compound comprising Formula XI:



XI

wherein

Q is selected from the group consisting of CO, CS or C=NR<sub>9</sub>;

J, K, L, and M are each independently CR<sub>12</sub>;

R<sub>1</sub> is -ZR<sub>m</sub>;

Z is selected from the group consisting of -CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-, -C(O)-, -CH<sub>2</sub>C(O)-, -C(O)CH<sub>2</sub>-, -CH<sub>2</sub>-C(O)CH<sub>2</sub>-, -C(O)CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>C(O)-, -O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>O-, -CH<sub>2</sub>OCH<sub>2</sub>-, -OCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>O-, -N(CH<sub>3</sub>)-, -NHCH<sub>2</sub>-, -CH<sub>2</sub>NH-, -CH<sub>2</sub>NHCH<sub>2</sub>-, -NHCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>NH-, -NH-C(O)-, -NCH<sub>3</sub>-C(O)-, -C(O)NH-, -C(O)NCH<sub>3</sub>-, -NHC(O)CH<sub>2</sub>-, -C(O)NHCH<sub>2</sub>-, -C(O)CH<sub>2</sub>NH-, -CH<sub>2</sub>NHC(O)-, -CH<sub>2</sub>C(O)NH-, -NHCH<sub>2</sub>C(O)-, -S-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-, -SCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>SCH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>S-, -C(O)S-, -C(O)SCH<sub>2</sub>-, -CH<sub>2</sub>C(O)S-, -C(O)CH<sub>2</sub>S-, -CH<sub>2</sub>SC(O)-, -CHR<sub>9</sub>-, -C(R<sub>9</sub>)(R<sub>9</sub>)-, -C(S)-, -C(NH)-, -C(NR<sub>9</sub>)-, -N(H)- and -N(R<sub>9</sub>)-;

R<sub>m</sub> is selected from the group consisting of a (C<sub>3-7</sub>)cycloalkyl, aryl, hetero(C<sub>3-7</sub>)cycloalkyl and heteroaryl, each having at least one non-hydrogen substituent at a 2 or 3 position of the ring selected from the group consisting of (C<sub>1-10</sub>)alkyl, (C<sub>3-12</sub>)cycloalkyl, hetero(C<sub>3-12</sub>)cycloalkyl, aryl(C<sub>1-10</sub>)alkyl, heteroaryl(C<sub>1-5</sub>)alkyl, (C<sub>9-12</sub>)bicycloaryl, hetero(C<sub>4-12</sub>)bicycloaryl, carbonyl (C<sub>1-3</sub>)alkyl, thiocarbonyl (C<sub>1-3</sub>)alkyl, sulfonyl (C<sub>1-3</sub>)alkyl, sulfinyl (C<sub>1-3</sub>)alkyl, imino (C<sub>1-3</sub>)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, carbonyl group, cyano, nitro,

halo, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

R<sub>2</sub> is selected from the group consisting of a 4, 5, 6 or 7 membered cycloalkyl or N-containing ring, the ring being substituted with one or more substituents selected from the group consisting of alicyclic, aliphatic, alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

each R<sub>9</sub> is hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alicyclic, aliphatic, alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each R<sub>12</sub> is hydrogen or is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, cyano, nitro, alkoxy,  $\alpha$ -carbonyl group, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alicyclic, aliphatic, alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

52. (original) A compound according to claim 38, wherein K is CR<sub>12</sub>, where R<sub>12</sub> is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, and alkoxy, each substituted or unsubstituted.

53. (currently amended) A compound according to claim 38, wherein K is CR<sub>12</sub>, where R<sub>12</sub> is independently selected from the group consisting of heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryl, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, thio, a-carbonyl group, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each substituted or unsubstituted.

54. (original) A compound according to claim 38, wherein K is CR<sub>12</sub>, where R<sub>12</sub> is independently selected from the group consisting of chloro, bromo, fluoro, iodo, methoxy, morpholin-4-yl, and pyrrolidin-1-yl, each substituted or unsubstituted.

55. (cancelled)

56. (original) A compound according to claim 38, wherein L is CR<sub>12</sub>, where R<sub>12</sub> is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, morpholin-4-yl, and pyrrolidin-1-yl, and alkoxy, each substituted or unsubstituted.

57-110. (cancelled)

111. (previously presented) A compound selected from the group consisting of:  
2-[2-(3-Amino-piperidin-1-yl)-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;  
2-[2-(3-Amino-piperidin-1-yl)-6,7-dimethoxy-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;  
2-[2-(3-Amino-piperidin-1-yl)-8-methoxy-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;  
2-[2-(3-Amino-piperidin-1-yl)-7-chloro-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-Amino-piperidin-1-yl)-8-chloro-4-oxo-4*H*-quinazolin-3-ylmethyl]-benzonitrile;  
2-[2-(3-Amino-piperidin-1-yl)-6-fluoro-4-oxo-4*H*-quinazolin-3-ylmethyl]-benzonitrile;  
2-[2-(3-(*R*)-Amino-piperidin-1-yl)-6-chloro-4-oxo-4*H*-quinazolin-3-ylmethyl]-  
benzonitrile;  
2-[2-(3-(*R*)-Amino-piperidin-1-yl)-7-fluoro-6-methoxy-4-oxo-4*H*-quinazolin-3-ylmethyl]-  
benzonitrile;  
2-[2-(3-(*R*)-Amino-piperidin-1-yl)-5-fluoro-4-oxo-4*H*-quinazolin-3-ylmethyl]-  
benzonitrile;  
2-[(*R*)-3-Amino-piperidin-1-yl]-6-fluoro-3-(2-trifluoromethyl-benzyl)-3*H*-quinazolin-4-  
one;  
2-[2-(3-(*R*)-Amino-piperidin-1-yl)-6-bromo-4-oxo-4*H*-quinazolin-3-ylmethyl]-  
benzonitrile;  
2-[2-(3-(*R*)-Amino-piperidin-1-yl)-6-bromo-4-oxo-4*H*-quinazolin-3-ylmethyl]-  
benzonitrile;  
2-[2-(3-(*R*)-Amino-pyrrolidin-1-yl)-6-bromo-4-oxo-4*H*-quinazolin-3-ylmethyl]-  
benzonitrile;  
2-[2-(3-(*R*)-Amino-piperidin-1-yl)-6,8-dichloro-4-oxo-4*H*-quinazolin-3-ylmethyl]-  
benzonitrile;  
2-[2-(3-(*R*)-Amino-piperidin-1-yl)-6-methoxy-4-oxo-4*H*-quinazolin-3-ylmethyl]-  
benzonitrile;  
2-[2-(3-(*R*)-Amino-piperidin-1-yl)-6-fluoro-4-oxo-4*H*-quinazolin-3-ylmethyl]-  
benzamide;  
2-[2-(3-(*R*)-Amino-piperidin-1-yl)-6-fluoro-7-morpholin-4-yl-4-oxo-4*H*-quinazolin-3-  
ylmethyl]-benzonitrile;  
2-[2-(3-Amino-piperidin-1-yl)-6-fluoro-4-oxo-4*H*-quinazolin-3-ylmethyl]-benzamide;  
2-[3-(*R*)-Amino-piperidin-1-yl]-6-fluoro-3-(2-trifluoromethyl-benzyl)-3*H*-quinazolin-4-  
one;  
2-(3-Amino-piperidin-1-yl)-6,7-dimethoxy-3-(2-nitro-benzyl)-3*H*-quinazolin-4-one;  
2-[2-(3-Amino-piperidin-1-yl)-6,7-dimethoxy-4-oxo-4*H*-quinazolin-3-ylmethyl]-benzoic  
acid ethyl ester;

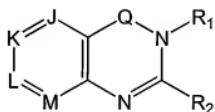
2-[2-(3-Amino-piperidin-1-yl)-6-fluoro-4-oxo-4H-quinazolin-3-ylmethyl]-benzoic acid ethyl ester;

2-[2-(3-Amino-piperidin-1-yl)-6,7-dimethoxy-4-oxo-4H-quinazolin-3-ylmethyl]-benzoic acid;

2-[2-(3-Amino-piperidin-1-yl)-6-fluoro-4-oxo-4H-quinazolin-3-ylmethyl]-benzoic acid; and

2-(6,7-Dimethoxy-4-oxo-2-piperidin-1-yl-4H-quinazolin-3-ylmethyl)-benzonitrile.

112. (currently amended) A compound comprising Formula XI:



XI

wherein

Q is selected from the group consisting of CO, CS or C=NR9;

J, K, L, and M are each independently CR12, provided that at least one of K and L is CR12 where R12 is not hydrogen;

R1 is -ZRm;

Z is selected from the group consisting of -CH2-, -CH2CH2-, -CH2CH2CH2-, -C(O)-, -CH2C(O)-, -C(O)CH2-, -CH2-C(O)CH2-, -C(O)CH2CH2-, -CH2CH2C(O)-, -O-, -OCH2-, -CH2O-, -CH2OCH2-, -OCH2CH2-, -CH2CH2O-, -N(CH3)3-, -NHCH2-, -CH2NH-, -CH2NHCH2-, -NHCH2CH2-, -CH2CH2NH-, -NH-C(O)-, -NCH3-C(O)-, -C(O)NH-, -C(O)NCH3-, -NHC(O)CH2-, -C(O)NHCH2-, -C(O)CH2NH-, -CH2NHC(O)-, -CH2C(O)NH-, -NHCH2C(O)-, -S-, -SCH2-, -CH2S-, -SCH2CH2-, -CH2SCH2-, -CH2CH2S-, -C(O)S-, -C(O)SCH2-, -CH2C(O)S-, -C(O)CH2S-, -CH2SC(O)-, -CHR9-, -C(R9)(R9)-, -C(S)-, -C(NH)-, -C(NR9)-, -N(H)- and -N(R9)-;

Rm is selected from the group consisting of a (C3-7)cycloalkyl, aryl, hetero(C3-7)cycloalkyl and heteroaryl, each being unsubstituted or substituted with one or more substituents selected from the group consisting of (C1-10)alkyl, (C3-12)cycloalkyl, hetero(C3-12)cycloalkyl, aryl(C1-

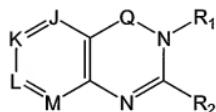
10)alkyl, heteroaryl(C<sub>1-5</sub>)alkyl, (C<sub>9-12</sub>)bicycloaryl, hetero(C<sub>4-12</sub>)bicycloaryl, carbonyl (C<sub>1-3</sub>)alkyl, thiocarbonyl (C<sub>1-3</sub>)alkyl, sulfonyl (C<sub>1-3</sub>)alkyl, sulfinyl (C<sub>1-3</sub>)alkyl, imino (C<sub>1-3</sub>)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, **earbonyl**, cyano, nitro, halo, imino, sulfonyl and sulfinyl groups, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

R<sub>2</sub> is selected from the group consisting of a 4, 5, 6 or 7 membered cycloalkyl or N-containing ring, the ring being substituted with one or more substituents selected from the group consisting of alieyelie, aliphatic-alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, **earbonyl group**, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

each R<sub>9</sub> is hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alieyelie, aliphatic-alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, **earbonyl group**, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each R<sub>12</sub> is hydrogen or is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, cyano, nitro, alkoxy, **a-earbonyl group**, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alieyelie, aliphatic-alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, **earbonyl group**, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

113. (currently amended) A compound comprising Formula XI:



XI

wherein

Q is selected from the group consisting of CO, CS or C=NR<sub>9</sub>;

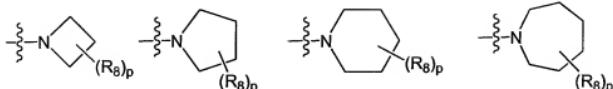
J, K, L, and M are each independently CR<sub>12</sub>;

R<sub>1</sub> is -ZR<sub>m</sub>;

Z is selected from the group consisting of -CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-, -C(O)-, -CH<sub>2</sub>C(O)-, -C(O)CH<sub>2</sub>-, -CH<sub>2</sub>-C(O)CH<sub>2</sub>-, -C(O)CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>C(O)-, -O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>O-, -CH<sub>2</sub>OCH<sub>2</sub>-, -OCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>O-, -N(CH<sub>3</sub>)-, -NHCH<sub>2</sub>-, -CH<sub>2</sub>NH-, -CH<sub>2</sub>NHCH<sub>2</sub>-, -NHCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>NH-, -NH-C(O)-, -NCH<sub>3</sub>-C(O)-, -C(O)NH-, -C(O)NCH<sub>3</sub>-, -NHC(O)CH<sub>2</sub>-, -C(O)NHCH<sub>2</sub>-, -C(O)CH<sub>2</sub>NH-, -CH<sub>2</sub>NHC(O)-, -CH<sub>2</sub>C(O)NH-, -NHCH<sub>2</sub>C(O)-, -S-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-, -SCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>SCH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>S-, -C(O)S-, -C(O)SCH<sub>2</sub>-, -CH<sub>2</sub>C(O)S-, -C(O)CH<sub>2</sub>S-, -CH<sub>2</sub>SC(O)-, -CHR<sub>9</sub>-, -C(R<sub>9</sub>)(R<sub>9</sub>)-, -C(S)-, -C(NH)-, -C(NR<sub>9</sub>)-, -N(H)- and -N(R<sub>9</sub>)-;

R<sub>m</sub> is selected from the group consisting of a (C<sub>3</sub>-7)cycloalkyl, aryl, hetero(C<sub>3</sub>-7)cycloalkyl and heteroaryl, each being unsubstituted or substituted with one or more substituents selected from the group consisting of (C<sub>1</sub>-10)alkyl, (C<sub>3</sub>-12)cycloalkyl, hetero(C<sub>3</sub>-12)cycloalkyl, aryl(C<sub>1</sub>-10)alkyl, heteroaryl(C<sub>1</sub>-5)alkyl, (C<sub>9</sub>-12)bicycloaryl, hetero(C<sub>4</sub>-12)bicycloaryl, carbonyl (C<sub>1</sub>-3)alkyl, thiocarbonyl (C<sub>1</sub>-3)alkyl, sulfonyl (C<sub>1</sub>-3)alkyl, sulfinyl (C<sub>1</sub>-3)alkyl, imino (C<sub>1</sub>-3)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, carbonyl, cyano, nitro, halo, imino, sulfonyl and sulfinyl groups, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

R<sub>2</sub> is selected from the group consisting of

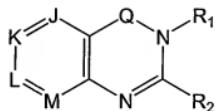


wherein p is 0-12 and each R<sub>8</sub> is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, **earbonyl group**, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each substituted or unsubstituted, provided that at least one R<sub>8</sub> is a primary, secondary or tertiary amine;

each R<sub>9</sub> is hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alicyclic, aliphatic, alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each R<sub>12</sub> is hydrogen or is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, cyano, nitro, alkoxy, **α-carbonyl group**-imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alicyclic, aliphatic, alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

114. (currently amended) A compound comprising Formula XI:



XI

wherein

Q is selected from the group consisting of CO, CS or C=NR<sub>9</sub>;

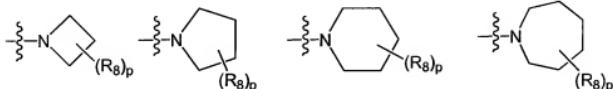
J, K, L, and M are each independently CR<sub>12</sub>;

R<sub>1</sub> is -ZR<sub>m</sub>;

Z is selected from the group consisting of -CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-, -C(O)-, -CH<sub>2</sub>C(O)-, -C(O)CH<sub>2</sub>-, -CH<sub>2</sub>C(O)CH<sub>2</sub>-, -C(O)CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>C(O)-, -O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>O-, -CH<sub>2</sub>OCH<sub>2</sub>-, -OCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>O-, -N(CH<sub>3</sub>)-, -NHCH<sub>2</sub>-, -CH<sub>2</sub>NH-, -CH<sub>2</sub>NHCH<sub>2</sub>-, -NHCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>NH-, -NH-C(O)-, -NCH<sub>3</sub>-C(O)-, -C(O)NH-, -C(O)NCH<sub>3</sub>-, -NHC(O)CH<sub>2</sub>-, -C(O)NHCH<sub>2</sub>-, -C(O)CH<sub>2</sub>NH-, -CH<sub>2</sub>NHC(O)-, -CH<sub>2</sub>C(O)NH-, -NHCH<sub>2</sub>C(O)-, -S-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-, -SCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>SCH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>S-, -C(O)S-, -C(O)SCH<sub>2</sub>-, -CH<sub>2</sub>C(O)S-, -C(O)CH<sub>2</sub>S-, -CH<sub>2</sub>SC(O)-, -CHR<sub>9</sub>-, -C(R<sub>9</sub>)(R<sub>9</sub>)-, -C(S)-, -C(NH)-, -C(NR<sub>9</sub>)-, -N(H)- and -N(R<sub>9</sub>)-;

R<sub>m</sub> is selected from the group consisting of a (C<sub>3</sub>-7)cycloalkyl, aryl, hetero(C<sub>3</sub>-7)cycloalkyl and heteroaryl, each having at least one non-hydrogen substituent at a 2 or 3 position of the ring selected from the group consisting of (C<sub>1</sub>-10)alkyl, (C<sub>3</sub>-12)cycloalkyl, hetero(C<sub>3</sub>-12)cycloalkyl, aryl(C<sub>1</sub>-10)alkyl, heteroaryl(C<sub>1</sub>-5)alkyl, (C<sub>9</sub>-12)bicycloaryl, hetero(C<sub>4</sub>-12)bicycloaryl, carbonyl (C<sub>1</sub>-3)alkyl, thiocarbonyl (C<sub>1</sub>-3)alkyl, sulfonyl (C<sub>1</sub>-3)alkyl, sulfinyl (C<sub>1</sub>-3)alkyl, imino (C<sub>1</sub>-3)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, ~~earbonyl group~~, cyano, nitro, halo, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

R<sub>2</sub> is selected from the group consisting of



wherein p is 0-12 and each R<sub>8</sub> is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, **earbonyl group**, imino group, sulfonyl group and sulfinyl group, each substituted or unsubstituted, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, provided that at least one R<sub>8</sub> is a primary, secondary or tertiary amine;

each R<sub>9</sub> is hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each being unsubstituted or substituted with one or more substituents selected from the group consisting of **alicyclic, aliphatic, alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones**; and

each R<sub>12</sub> is hydrogen or is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, cyano, nitro, alkoxy, **α-carbonyl group**, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each being unsubstituted or substituted with one or more substituents selected from the group consisting of **alicyclic, aliphatic, alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones**.